

State of Missouri . . . Office of Secretary of State

**APPLICATION FOR AN AMENDED CERTIFICATE OF AUTHORITY
FOR A FOREIGN CORPORATION**

(To be submitted in duplicate by an attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO. 65102

St. Joe Minerals Corporation, a corporation,
pursuant to the provisions of "The General and Business Corporation Law of Missouri" relating to amended certificate of authority of Foreign Corporation, does hereby state,

- (1) Its name is St. Joe Minerals Corporation
(formerly St. Joseph Lead Company);

it was incorporated in the State of New York; and it was qualified
in the State of Missouri on March 24, 1914

- (2) The name it will use in Missouri is St. Joe Minerals Corporation

- (3) The address of its principal office in the state or country of organization is

250 Park Avenue, New York, N. Y. 10017

(Include street and number, if any.)

- (4) The address of its registered agent in Missouri is

Bonne Terre, Missouri, 63628

~~XX~~

(Include street and number, if any.)

and the name of registered agent in Missouri at such address is

L. W. Casteel

~~XX~~

- (5) The corporation is qualified under the following states and countries other than Missouri:

Arkansas
Kentucky
New York
Oklahoma
Pennsylvania
Tennessee
Texas

- (6) By appropriate corporate action on May 11, 1970, the corporation:

1. Changed its corporate name to St. Joe Minerals Corporation
from St. Joseph Lead Company
2. Changed its period of duration to N.A.



(7) The specific purpose or purposes which the corporation intends to pursue in the transaction of business in Missouri are changed to read as follows: (restate purposes if changed)

See Exhibit A attached.

(8) There is attached hereto a Certificate of the Secretary of State of the State of New York relating to the amendment(s), set forth in item 6 above and showing that the Corporation is in existence and in good standing in said State.

IN WITNESS WHEREOF, the undersigned corporation has caused this application to be executed in its name by its ~~President~~ Vice-President attested by its Secretary or Assistant Secretary, this 25th day of May, 1970.

St. Joe Minerals Corporation
(Exact Corporate Name)

(CORPORATE
SEAL)

By *D. Broward Craig*
~~President~~ Vice-President

ATTEST:

James S. Fund
Secretary ~~2025335350002~~

STATE OF New York }
COUNTY OF New York } ss

I, *Dorothy S. Fund*, a notary public,
do hereby certify that on this 25th day of May, 1970,
personally appeared before me *D. Broward Craig*,
who, being by me first duly sworn, declared that he is the Vice President
of St. Joe Minerals Corporation, that he signed the foregoing document
as Vice President of the corporation, and that the statements therein contained are true.

PLACE
NOTARY SEAL
HERE

DOROTHY S. FUND
NOTARY PUBLIC, State of New York
No. 60-1348350
Qualified in Westchester County
Certificate filed with N. Y. Co. Clerk
Commission Expires March 30, 1974

My Commission expires:

Dorothy S. Fund
Notary Public

Amended
**FILED
AND CERTIFICATE OF
AUTHORITY ISSUED**

JUL 6 1970

James S. Fund
Corporation Dept. SECRETARY OF STATE

State of New York }
 Department of State } ss:

I Hereby Certify, *That I have made diligent examination of the*

index of corporation papers filed in this Department for a certificate, order or record of a dissolution of

ST. JOE MINERALS CORPORATION

the certificate of incorporation of which corporation was filed March 25, 1864, under the name of THE ST. JOSEPH LEAD COMPANY, fixing the duration as fifty years, and which was amended by a certificate filed June 25, 1909, extending the duration to perpetual, and which subsequently filed a Restated Certificate of Incorporation, changing name, on May 12, 1970,

and that upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this department, such corporation is a subsisting corporation.

I further certify that no other certificates have been filed by such corporation, since the filing of the Restated Certificate of Incorporation.

Witness

*my hand and the official seal of the
 Department of State at the City of
 Albany, this eighteenth day
 of May one thousand
 nine hundred and seventy.*

John P. Lomenzo
 Secretary of State

EXHIBIT A

RESTATED CERTIFICATE OF INCORPORATION

FIRST: The name of the Corporation is St. Joe Minerals Corporation.

SECOND: The purposes for which the Corporation is formed are to do any of the things herein set forth to the same extent as natural persons might, and in any part of the world, and as principal or agent, to wit:

To conduct mining operations of all kinds; to explore for, develop and deal in, any natural resources of any kind; to purchase, take, hold, sell, convey, lease, explore, develop, improve or otherwise deal in mining, natural resources, land, town site, building, power, water and other properties of all forms; to mine, extract or otherwise develop, minerals, ores, metals, oil, natural gas and other substances of all kinds; to smelt, reduce, refine and otherwise treat minerals, ores, metals, oil, natural gas and other substances of all kinds; to sell the product of all the foregoing operations; to deal in oil, natural gas or other royalties; to undertake and carry on any business and operations incidental to such dealings, exploration, development, mining and treatment.

To manufacture, produce, purchase, lease or otherwise acquire, to hold, own, manage, operate, mortgage, pledge, sell, assign, transfer or otherwise dispose of, to invest, trade and deal in and with goods, wares, equipment, merchandise and property of all classes and descriptions; to engage and participate in any mercantile, manufacturing or trading business of any kind or character.

To construct, purchase, lease or otherwise acquire, to hold, own, manage, operate, mortgage, pledge, sell, assign, transfer or otherwise dispose of, to invest, trade and deal in and with lands, buildings and real property of every kind, or any interest therein.

To apply for, purchase, or otherwise acquire, and to hold, own, use, operate and to sell, assign or otherwise dispose of, to grant licenses in respect to or otherwise turn to account or in any manner deal in and with any trademarks, trade names, patents, patent rights, concessions, franchises, designs, copyrights and rights analogous thereto and any and all inventions, improvements and processes and the like, including, but without limitation, such thereof as may be used in connection with or secured under letters patent or otherwise of the United States or elsewhere, and any or all rights connected therewith.

To acquire, by purchase or otherwise, all or any part of or interest in the properties, assets, business, good will or rights of any corporation, partnership, firm, individual or association, and to pay for the same in cash, property or the shares, bonds, notes or other securities or obligations of any kind of the Corporation or any other person; to hold, conduct, operate, reorganize, liquidate, dissolve, mortgage, pledge, sell, exchange or otherwise dispose of the whole or any part of the properties, assets, business, good will or rights so acquired.

To purchase, acquire, hold and dispose of the stocks, bonds, notes and other securities and evidences of indebtedness of any corporation or other issuer, domestic or foreign, and issue in exchange therefor its stock, bonds, notes or other securities or obligations.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the Corporation shall have and may exercise, as principal, factor, agent, broker or otherwise, and either alone or in association with other corporations, firms or individuals, each and every power conferred by the Business Corporation Law of the State of New York, as now in force or thereafter amended, upon corporations formed thereunder, subject to any limitations contained in the said law or in any other statute of the State of New York.

No.....F-2523.....



STATE of MISSOURI
JAMES C. KIRKPATRICK, Secretary of State

Corporation Department

**Amended Certificate of Authority
of a
Foreign Corporation**

WHEREAS, ST. JOE MINERALS CORPORATION (FORMERLY: ST. JOSEPH LEAD COMPANY)
incorporated under the Laws of the State of NEW YORK and now in existence and in good
standing in said State, and qualified to transact business in Missouri has delivered to me,
duly authenticated evidence of an amendment to its Articles of Incorporation as provided by
law, and has, in all respects, complied with the requirements of The General and Business
Corporation Law of Missouri, governing Amendments to the Articles of Incorporation of Foreign
Corporations:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri,
by virtue of the authority vested in me, do hereby certify that I have filed said Articles of
Amendment as provided by law and in accordance therewith issue this Certificate of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and
affixed the GREAT SEAL of the State of Missouri, at the City of
Jefferson, this 6th day of July, 19 70.

James C. Kirkpatrick
Secretary of State

Deputy Secretary of State

RECEIVED OF: ST. JOE MINERALS CORPORATION

Thirteen and no/100----- Dollars, \$ 13.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No. F-2523
.....



Dorothea Miller
Deputy Collector of Revenue



STATE of MISSOURI

JAMES C. KIRKPATRICK,
Secretary of State

1970

Affidavit to Be Filed By Foreign Corporation

Pursuant to the provisions of "The General and Business Corporation Law" of Missouri, 1959, upon increase of a corporation's stated capital and surplus as represented by its property located in and business transacted in Missouri as shown on balance sheet for last fiscal or calendar year, the undersigned Corporation submits the following affidavit. (File even if no tax is due.)

STATE OF New York }
COUNTY OF New York } ss.

F 2523
St. Joseph Lead Company
% L. W. Casteel
Bonne Terre, Missouri

D. Broward Craig of St. Joseph Lead Company
~~President~~ Vice-President

a corporation duly incorporated under the laws of the State of New York
and qualified to do business in Missouri since March 25, 1864 (File No. 2523)
being duly sworn upon his oath states that he is Vice President
~~President of the Company~~
of said corporation, and that:

(9-A) The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Class	Series (if any)	Number of Shares	Par value per share or statement that shares are without par value
Capital		10,000,000	\$10.00

(10-A) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Class	Series (if any)	Number of Shares	Par value per share or statement that shares are without par value
Capital		9,188,406.70	\$10.00

(11-A) The amount of stated capital and the amount of paid-in surplus of the corporation as defined by "The General and Business Corporation Law of Missouri" is:

Stated Capital...	\$ None
Paid in Surplus...	\$ None
Total	\$ None

RECEIVED

(12-A) Total value of all the property of the corporation is \$ 174,826,000.00

(13-A) Total value of all the property of the corporation located in Missouri is \$ 79,505,000.00 79,510,000

(14-A) Gross amount of business of the corporation transacted by it every where is \$ 147,915,000.00

(15-A) Gross amount of business of the corporation transacted by it in the State of Missouri is \$ 28,329,000.00

(16-A) The amount of stated capital and surplus of the corporation (including all surplus, such as paid-in and earned surplus) is \$ 135,240,839.60

(17-A) The proportion of stated capital and surplus represented by the corporation's property in Missouri is \$ 45,186,669.33

That the address of its registered office in Missouri is Bonne Terre, Missouri
and the name of its registered agent at such address is L.W. Casteel

J. Broward Craig
Vice-President

Subscribed and sworn to before me this 27th day of February, 1970

Dorothy S. Fund
Notary Public

DOROTHY S. FUND
NOTARY PUBLIC, State of New York
No. 60-1348350
Qualified in Westchester County
Certificate filed with N. Y. Co. Clerk
Commission Expires March 30, 1971

My commission expires: 1971

(Our records indicate that the largest amount upon which the domestication or qualification fee has been paid by your corporation is \$ 28,340,000.00)